



# ACF INDUSTRIES

INCORPORATED

750 THIRD AVENUE, NEW YORK, N. Y. 10017, (212) 986-8600, CABLE ADDRESS: ACFUSA

RECORDATION NO. *7666-A* Filed 1429

NOV 26 1980 - 3 01 PM

November 25, 1980

INTERSTATE COMMERCE COMMISSION

No. *0-331A080*

Date.....

Fee \$ *10.00*

ICC Washington, D. C.

DOCKET FILES  
BRANCH

NOV 26 3 00 PM '80

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sir:

We enclose herewith for filing with the Commission pursuant to 49 U.S.C. § 11303 and the regulations thereunder five original counterparts of a Supplemental Equipment Trust Agreement (the Supplement) dated June 25, 1980, between the following:

- |                    |   |
|--------------------|---|
| (a) Trustee-Lessor | The Chase Manhattan Plaza, N.A.<br>One New York Plaza<br>New York, New York 10081 |
| (b) Lessee:        | ACF Industries, Incorporated<br>750 Third Avenue<br>New York, New York 10017      |

The equipment covered by the Supplement consists of six (6) railroad center flow covered hopper cars, AAR mechanical designation L554, initialled ACFX and numbered 59168 through 59173 inclusive.

The Supplement is a supplement to the Equipment Trust Agreement dated as of October 1, 1974 between The Chase Manhattan Bank, N.A., Trustee-Lessor, and ACF Industries, Incorporated, Lessee, which was filed and recorded in your office at 11:05 a.m. on October 4, 1974, under Recordation No. 7666. Since no supplement or other document relating to the Equipment Trust Agreement appears to have been recorded with the Commission since that time, the enclosed document should be assigned Recordation No. 7666-A.

We also enclose a check drawn to the order of the Commission in the sum of \$10.00 in payment of the recordation fees in this connection.

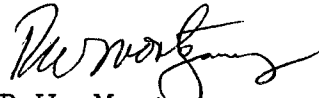
We request that four copies of the enclosed Supplement, including the copy stamped "ACF" in the upper right hand corner,

*Mrs. Lee -  
they think  
this will be  
7666-A -  
please advise  
back to me soon -*

*Hel. S. Fort  
C. Cunningham*

all bearing the Commission's recordation data, be returned to  
R.W. Montgomery, Assistant Secretary, ACF Industries, Incorporated,  
750 Third Avenue, New York, New York 10017, or to the bearer.

Sincerely,

A handwritten signature in cursive script, appearing to read "R.W. Montgomery".

R.W. Montgomery  
Assistant Secretary

RWM/rks  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/26/80

OFFICE OF THE SECRETARY

**R.W. Montgomery**  
**ACF Industries**  
**750 Third Avenue**  
**New York, N.Y. 10017**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **11/26/80** at **3:05pm**, and assigned re-  
recording number(s). **7666-A & 8674-A**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

Counterpart No. 3

RECORDATION NO. 7666-A 1980 1425

NOV 26 1980 -3 03 PM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED

EQUIPMENT TRUST SERIES C

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SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated June 25, 1980

between

CHASE MANHATTAN BANK, N.A. Trustee

and

ACF INDUSTRIES, INCORPORATED

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT DATED June 25, 1980  
between CHASE MANHATTAN BANK, N.A., a corporation duly organized and  
existing under the laws of the State of New York, as Trustee  
(hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED,  
a corporation organized and existing under the laws of the State  
of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated  
October 1, 1974 (hereinafter called the Agreement), between the  
Trustee and the Company there was constituted "ACF Industries,  
Incorporated Equipment Trust Series C," pursuant to which  
certain railroad equipment has been transferred to, and the title  
thereto vested in, the Trustee, and such railroad equipment has  
been leased to the Company; and

WHEREAS, upon the Request of the Company, pursuant to Section 5.07  
of the Agreement, the Trustee has made payment to the Company of  
\$224,465.00 out of funds previously deposited with the Trustee  
pursuant to Section 5.08 of the Agreement and simultaneously there-  
with the Company has conveyed to the Trustee Equipment (as defined  
in the Agreement) described in said Request and in Exhibit A hereto  
(hereinafter called the Substituted Equipment), and has delivered to  
the Trustee an Officers' Certificate in respect of the Substituted  
Equipment, a certificate as to delivery thereof, a Bill of Sale  
transferring the Substituted Equipment to, and vesting the title  
thereto in, the Trustee and an Opinion of Counsel satisfactory  
to the Trustee with respect to the Substituted Equipment, all in  
like manner as provided in Section 5.07 of the Agreement; and

WHEREAS, Section 5.07 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment:

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such Equipment shall be deemed part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects as though it has been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective

officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

CHASE MANHATTAN BANK, N.A., Trustee

By William  
Vice President

(Corporate Seal)

Attest:

[Signature]  
Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By [Signature]  
Vice President

(Corporate Seal)

Attest:

[Signature]  
Assistant Secretary

EXHIBIT A

Description of Substituted Equipment

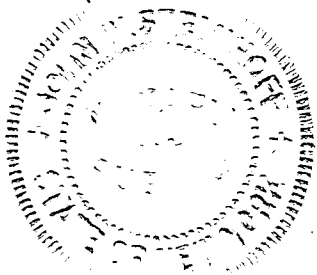
Cars Initialled ACFX and Numbered	A.A.R. Mechanical Designation Code	Placed In Service	Cost	Cost Less 1/20th For Each Year In Service	Fair Value	Value
59168	L554	Oct 1979	\$ 43,336	\$ 43,336	\$ 43,336	\$ 43,336
59169	L554	Oct 1979	43,336	43,336	43,336	43,336
59170	L554	Oct 1979	43,336	43,336	43,336	43,336
59171	L554	Oct 1979	43,336	43,336	43,336	43,336
59172	L554	Oct 1979	43,336	43,336	43,336	43,336
59173	L554	Oct 1979	43,336	43,336	43,336	43,336
			<u>\$260,016</u>	<u>\$260,016</u>	<u>\$260,016</u>	<u>\$260,016</u>

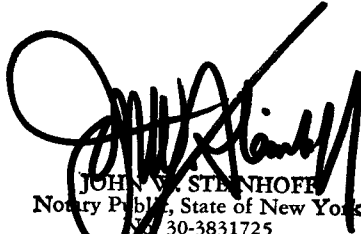


STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 21<sup>st</sup> day of Nov, 1980, before me personally appeared V.J. MARINO, to me personally known, who, being by me duly sworn, says that he is a Vice President of CHASE MANHATTAN BANK, N.A., that one of the seals affixed to the foregoing instrument is the corporation seal of the said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)




  
JOHN V. STANHOFF  
Notary Public, State of New York  
No. 30-3831725  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires March 30, 1981

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 27<sup>th</sup> day of June, 1980, before me personally appeared C. R. GARR, to me personally known, who being by me duly sworn, says that he is a Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)



  
ANTHONY M. ROMANELLO  
Notary Public, State of New York  
No. 31-4703607  
Qualified in New York County  
Commission Expires March 30, 1981